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*Counsel for the Reorganized Debtors*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
: :  
MPM Silicones, LLC, et al.,<sup>1</sup> : Case No. 14-22503 (RDD)  
: :  
Reorganized Debtors. : (Jointly Administered)  
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**NOTICE OF PRESENTMENT OF STIPULATION AND ORDER  
EXTENDING BAR DATE TO FILE A PROOF OF CLAIM  
AND FOR REQUESTS FOR PAYMENT OF ADMINISTRATIVE  
EXPENSES FOR NEW YORK STATE AND THE UNITED STATES**

**PLEASE TAKE NOTICE** that the annexed proposed stipulation (the “**Stipulation**”) will be presented for signature to the Honorable Robert D. Drain, United States Bankruptcy Judge, Courtroom 118 at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601 on **June 15, 2015 at 12:00 noon (prevailing Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to approval of the Stipulation must: (i) be made in writing; (ii) state with particularity the grounds therefor; (iii) be

<sup>1</sup> The last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) Juniper Bond Holdings I LLC (9631); (ii) Juniper Bond Holdings II LLC (9692); (iii) Juniper Bond Holdings III LLC (9765); (iv) Juniper Bond Holdings IV LLC (9836); (v) Momentive Performance Materials China SPV Inc. (8469); (vi) Momentive Performance Materials Holdings Inc. (8246); (vii) Momentive Performance Materials Inc. (8297); (viii) Momentive Performance Materials Quartz, Inc. (9929); (ix) Momentive Performance Materials South America Inc. (4895); (x) Momentive Performance Materials USA Inc. (8388); (xi) Momentive Performance Materials Worldwide Inc. (8357); and (xii) MPM Silicones, LLC (5481). The Debtors’ executive headquarters are located at 260 Hudson River Road, Waterford, NY 12188.

filed with the Bankruptcy Court (with a copy to the Judge's chambers); and (iv) be served upon:

(a) Momentive Performance Materials Inc., 260 Hudson River Road, Waterford, NY 12188 (Attn: Stephen Psutka, Esq.); (b) counsel for the Debtors, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019 (Attn: Matthew A. Feldman, Esq. and Jennifer J. Hardy, Esq.); (c) counsel for the New York State Department of Environmental Conservation, 120 Broadway New York, NY (Attn: Kevin G. W. Olson, Esq.); (d) the United States Attorney for the Southern District of New York, 86 Chambers Street, Third Floor, New York, NY 10007 (Attn: Ellen London, Esq.); and (e) the Office of the United States Trustee, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Brian S. Matsumoto, Esq. and Richard W. Fox, Esq.) so as to be received no later than **11:30 a.m. (prevailing Eastern time) on June 15, 2015** (the **"Objection Deadline"**).

**PLEASE TAKE FURTHER NOTICE** that if no responses or objections are received by the Objection Deadline, the relief requested in the Stipulation may be granted without further notice or a hearing. If an objection is filed, you may be notified of a hearing to consider the requested relief.

Dated: New York, New York  
June 8, 2015

WILLKIE FARR & GALLAGHER LLP  
*Counsel for the Reorganized Debtors*

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**MPM SILICONES, LLC, et al.,<sup>1</sup>**

**Reorganized Debtors.**

**Chapter 11**

Case No. 14-22503 (RDD)

**STIPULATION AND ORDER EXTENDING BAR DATE TO FILE A PROOF OF  
CLAIM AND FOR REQUESTS FOR PAYMENT OF ADMINISTRATIVE  
EXPENSES FOR NEW YORK STATE AND THE UNITED STATES**

This stipulation (the “**Stipulation**”) is made this 8th day of June, 2015, by and among: (a) the above-captioned reorganized Debtors (collectively, the “**Debtors**”), (b) New York State on behalf of the Department of Environmental Conservation (“**New York**”) and (c) the United States on behalf of the Environmental Protection Agency (the “**United States**”) (collectively, the “**Parties**”).

**RECITALS**

**WHEREAS**, on April 13, 2014 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief in the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

**WHEREAS**, the Debtors filed their initial versions of the chapter 11 plan [Docket No. 172] (as the same may be amended, modified and/or supplemented, the “**Plan**”) on May 12,

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<sup>1</sup> This filing also applies to the cases filed for the following Debtor-affiliated entities: (i) Juniper Bond Holdings I LLC (9631); (ii) Juniper Bond Holdings II LLC (9692); (iii) Juniper Bond Holdings III LLC (9765); (iv) Juniper Bond Holdings IV LLC (9836); (v) Momentive Performance Materials China SPV Inc. (8469); (vi) Momentive Performance Materials Holdings Inc. (8246); (vii) Momentive Performance Materials Inc. (8297); (viii) Momentive Performance Materials Quartz, Inc. (9929); (ix) Momentive Performance Materials South America Inc. (4895); (x) Momentive Performance Materials USA Inc. (8388); (xi) Momentive Performance Materials Worldwide Inc. (8357); and (xii) MPM Silicones, LLC (5481). The Debtors’ executive headquarters are located at 260 Hudson River Road, Waterford, NY 12188.

2014, and subsequently filed revised versions of the Plan on June 18, 2014, June 23, 2014, August 18, 2014, and September 3, 2014 [Docket Nos. 435, 515, 857 and 943, respectively], and the Debtors filed a notice of non-material, technical adjustments to the Plan on September 24, 2014 [Docket 1072];

**WHEREAS**, by order dated September 11, 2014 [Docket No. 1001] (the “**Confirmation Order**”), the Court confirmed the Plan;

**WHEREAS**, on October 24, 2014, the Effective Date (as defined in Section 1.73 of the Plan) occurred and the Debtors emerged from bankruptcy protection as reorganized entities;

**WHEREAS**, by order dated June 6, 2014 [Docket No. 239], except as provided in such order or in the Plan, each governmental unit (as defined in section 101(27) of the Bankruptcy Code) holding a “Prepetition Claim” (as defined by the June 6, 2014 order as including only “claims” within the meaning of 11 U.S.C. § 101(5)) against the Debtors was required to file a proof of claim on account of such Prepetition Claim on or before 5:00 p.m. on October 10, 2014 (the “**Governmental Unit Bar Date**”);

**WHEREAS**, pursuant to Section 3.2(a) of the Plan, any person asserting an Administrative Expense Claim (as defined in Section 1.17 of the Plan) – except for certain Administrative Expense Claims expressly listed in Section 3.2(a) and excluded from the filing deadline – must file a request for payment of administrative expenses within 30 days after the “Effective Date” of the Plan (as defined at Section 1.73 of the Plan) (the “**Administrative Expense Bar Date**”);

**WHEREAS**, the Debtors filed a Notice of Occurrence of Effective Date, *inter alia* [Docket No. 1176], on October 24, 2014, stating that the Effective Date with respect to the Plan

occurred on October 24, 2014, thereby establishing the Administrative Expense Bar Date under Section 3.2(a) of the Plan to be November 24, 2014;

**WHEREAS**, by the *Stipulation and Order Extending Time to File a Proof of Claim for New York State Department of Environmental Conservation and the United States*, dated October 7, 2014, entered by the Court on October 14, 2014 [Docket No. 1134] and the *Stipulation and Order Extending Bar Date for Requests for Payment of Administrative Expenses for New York State and the United States*, dated November 21, 2014, entered by the Court on November 24, 2014 [Docket No. 1224], the Parties agreed to extend both the Governmental Unit Bar Date (solely with respect to the Pre-Petition Waterford Claims (as defined herein)) and the Administrative Expense Bar Date (solely with respect to any potential or alleged post-petition violations of environmental laws with respect to the Debtors' plant in Waterford, New York, including but not limited to any violations occurring pre-petition to the extent of any continuation post-petition) with respect to New York and the United States to 5:00 p.m. on December 31, 2014;

**WHEREAS**, by the *Stipulation and Order Extending Bar Date to File a Proof of Claim and for Requests for Payment of Administrative Expenses for New York State and the United States*, dated December 15, 2014, entered by the Court on December 23, 2014 [Docket No. 1299], the Parties agreed to further extend both the Governmental Unit Bar Date (solely with respect to the Pre-Petition Waterford Claims (as defined herein)) and the Administrative Expense Bar Date (solely with respect to any potential or alleged post-petition violations of environmental laws with respect to the Debtors' plant in Waterford, New York, including but not limited to any violations occurring pre-petition to the extent of any continuation post-petition) with respect to New York and the United States to 5:00 p.m. on February 23, 2015;

**WHEREAS**, by the *Stipulation and Order Extending Bar Date to File a Proof of Claim and for Requests for Payment of Administrative Expenses for New York State and the United States*, dated February 5, 2015, entered by the Court on February 17, 2015 [Docket No. 1370], the Parties agreed to further extend both the Governmental Unit Bar Date (solely with respect to the Pre-Petition Waterford Claims (as defined herein)) and the Administrative Expense Bar Date (solely with respect to any potential or alleged post-petition violations of environmental laws with respect to the Debtors' plant in Waterford, New York, including but not limited to any violations occurring pre-petition to the extent of any continuation post-petition) with respect to New York and the United States to 5:00 p.m. on April 23, 2015;

**WHEREAS**, by the *Stipulation and Order Extending Bar Date to File a Proof of Claim and for Requests for Payment of Administrative Expenses for New York State and the United States*, dated April 16, 2015, entered by the Court on April 23, 2015 [Docket No. 1411], the Parties agreed to further extend both the Governmental Unit Bar Date (solely with respect to the Pre-Petition Waterford Claims (as defined herein)) and the Administrative Expense Bar Date (solely with respect to any potential or alleged post-petition violations of environmental laws with respect to the Debtors' plant in Waterford, New York, including but not limited to any violations occurring pre-petition to the extent of any continuation post-petition) with respect to New York and the United States to 5:00 p.m. on June 23, 2015;

**WHEREAS**, the Parties remain in discussions regarding resolving various disputes by and between them regarding claims for alleged pre-petition violations of the Resource Conservation and Recovery Act ("**RCRA**") and the Clean Air Act at the Debtors' plant in Waterford, New York, and desire to enter into this stipulation to extend the Governmental Unit

Bar Date with respect to New York and the United States in order to, among other things, allow the Parties additional time to continue discussions in a productive manner;

**WHEREAS**, the Parties remain in discussions over resolving various disputes by and between them regarding claims for alleged pre-petition violations and alleged post-petition administrative expenses, and desire to enter into this stipulation to extend the Administrative Expense Bar Date with respect to New York and the United States in order to, among other things, allow the Parties additional time to continue discussions in a productive manner;

**NOW, THEREFORE**, the Parties, by their respective counsel, stipulate and agree as follows:

#### **AGREEMENT**

1. The Governmental Unit Bar Date shall be extended solely for New York and the United States through and including 5:00 p.m. (Eastern Time) on September 23, 2015, solely to allow New York and the United States to file proofs of claim with respect to claims for penalties in connection with alleged pre-petition violations of RCRA, the Clean Air Act and the Clean Water Act at the Debtors' plant in Waterford, New York (the "**Pre-Petition Waterford Claims**").

2. The Administrative Expense Bar Date shall be extended solely for New York and the United States through and including 5:00 p.m. (Eastern Time) on September 23, 2015, solely to allow New York and the United States to file requests for payment of Administrative Expense Claims with respect to any potential or alleged post-petition violations (including but not limited to any violations occurring pre-petition to the extent of any continuation post-petition) of



environmental laws with respect to the Debtors' plant in Waterford, New York as contemplated under Section 3.2(a) of the Plan.

3. Each person who executes this stipulation represents that he or she is counsel for his or her respective client and is executing this stipulation on behalf of and with the authority of his or her respective client. The Parties have each cooperated in drafting this stipulation. Therefore, in any action or proceeding concerning this stipulation, the provisions hereof shall be construed as if jointly drafted by the Parties.

4. Nothing in this stipulation should be construed as an acknowledgment or admission that New York or the United States has a valid claim for the Pre-Petition Waterford Claims or payment of administrative expenses against the Debtors. Any and all rights of the Parties in connection therewith are preserved.

5. The Governmental Unit Bar Date and the Administrative Expense Bar Date as to New York and the United States can be further extended by the subsequent execution of another stipulation by the Parties.

6. This stipulation may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same stipulation. The delivery by facsimile transmission or other electronic transmission of any signature on this stipulation shall be a valid signature as of the transmission thereof.

7. The Parties agree to bear their own costs and fees incurred in connection with this stipulation.

8. Neither this stipulation nor any of its terms may be modified, altered, amended or waived, except in writing signed by the Parties hereto.

9. This stipulation and all its terms and conditions shall inure to the benefit of, and

be binding on, the Parties hereto and their respective successors and assigns and no third party rights shall be created hereunder.

10. This stipulation shall be construed and interpreted in accordance with federal common law.

11. The Bankruptcy Court shall retain jurisdiction to interpret, enforce and resolve any disputes arising under or related to this stipulation.

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**IN WITNESS WHEREOF** and in agreement herewith, by and through their undersigned counsel, the Debtors, New York and the United States have executed and delivered this Stipulation as of the date first set forth above.

ERIC T. SCHNEIDERMAN  
New York State Attorney General

MPM SILICONES, LLC, et al., Reorganized  
Debtors

By: /s/ Kevin G. W. Olson

By: /s/ Matthew A. Feldman

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*Counsel for the United States*

So Ordered this \_\_\_ day of \_\_\_\_\_, 2015

\_\_\_\_\_  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE